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COURSE MATERIALS
FOR
PROBLEMS IN CORPORATE FINANCE

Spring 1978

Mr. J. Blain


VOLUME ONE

UNIVERSITY OF TORONTO

FACULTY OF LAW



State
of
Mass.
v.
Blair



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CORPORATE FINANCE, 1978

Class Topics

1. Introduction Thursday, January 5, 1978

A general discussion of the course followed by a discussion of the topics to be covered and the approach to be taken with an emphasis on the role of the lawyer in corporate finance; a consideration of the requirements for corporate financial disclosure, a consideration of corporate financial statements and their importance in the field of corporate finance; a consideration of what is and what is not revealed by corporate financial statements

2. Basic Instruments of Financing Thursday, January 12, 1978

A consideration, in general terms, of equity and debt; a general consideration of when equity or debt may be appropriate for corporate financing; the debt-equity ratio; leverage or trading on the equity; a general discussion of the differences between equity and debt as a means of financing; a discussion of other means of financing such as lease and leveraged leasing transactions

3. The Sources of Financing Thursday, January 19, 1978

A discussion of the various media which provide financing for corporations; a consideration of the difficulties of the smaller corporation in obtaining financing; the role of banks and venture capital companies in providing financing; government assistance programs; the short term money market; the role of underwriters and the capital markets; a discussion of what dictates the type of financing and securities that should be undertaken or issued

4. Equity Financing Thursday, January 26, 1978
Thursday, February 2, 1978

An analysis of the nature and use of common and special or preference shares as a form of corporate financing; a consideration of the differences between common and special or preference shares; a general discussion of the various rights, privileges and limitations that may be attached to special or preference shares; an analysis of special or preference shares issuable in series and the advantages in issuing this kind of security; the corporate action required to issue shares; share purchase agreements; a consideration of applicable provisions of the Income Tax Act relating to common and special or preference shares

public; a discussion of the role of the underwriter in a public offering; banking and selling groups; a study of the underwriting agreement; the corporate steps involved in going public

VOL. 2

9. Business Combinations

Thursday, April 16, 1978

Thursday, April 13, 1978

A consideration of various procedures to effect corporate combinations including sale of assets, sale of shares or take-over bids and amalgamations; an examination of the relevant provisions of The Securities Act, The Business Corporations Act and Income Tax Act relating to such combinations; a study of the corporate action required; a general discussion about the problems of valuation

10. Other Legislation Applicable to Business Combinations

Thursday, April 20, 1978

A study of the Foreign Investment Review Act and its application to business combinations; the procedure and practice under this Act; a consideration of the Combines Investigation Act and its application to business combinations

11. Corporate Reorganization (Time Permitting)

A study of internal reorganization of a company involving an increase or decrease or reclassification of share capital and the limitations imposed thereon by legislation and security instruments; a review of reorganizations involving a compromise or arrangement

PROBLEMS IN CORPORATE FINANCE

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